

DOWNE WILLIAM  
Form 4  
January 03, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DOWNE WILLIAM

2. Issuer Name and Ticker or Trading Symbol  
MANPOWER INC /WI/ [MAN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
100 MANPOWER PLACE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/01/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MILWAUKEE, WI 53212  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|--|
|  |                                    |                                      |  |                                |   |  |   |  |

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| Derivative Security |      |            | (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |       | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |           |
|---------------------|------|------------|--|-------|------------------|-----------------|--------------|----------------------------|-----------|
|                     |      |            | Code   | V     |                  |                 |              |                            |           |
| Deferred Stock      | (1)  | 01/01/2013 | A(2)   | 2,474 | (1)              | (1)             | Common Stock | 2,474                      | \$ 42 (3) |
| Deferred Stock      | (4)  | 01/01/2013 | A(5)   | 1,859 | (4)              | (4)             | Common Stock | 1,859                      | \$ 40 (6) |
| Deferred Stock      | (7)  | 01/01/2013 | A(8)   | 23    | (7)              | (7)             | Common Stock | 23                         | \$ 40 (6) |
| Deferred Stock      | (9)  | 01/01/2013 | A(8)   | 23    | (9)              | (9)             | Common Stock | 23                         | \$ 40 (6) |
| Deferred Stock      | (10) | 01/01/2013 | A(8)   | 63    | (10)             | (10)            | Common Stock | 63                         | \$ 40 (6) |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DOWNE WILLIAM<br>100 MANPOWER PLACE<br>MILWAUKEE, WI 53212 | X             |           |         |       |

## Signatures

/s/ Kenneth C. Hunt (pursuant to Power of Attorney previously filed)

01/03/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2013 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2016 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and conditions (as defined below).
  - (2) Grant of deferred stock under the 2011 Equity Incentive Plan of Manpower Inc. and the Terms and Conditions REgarding the Grant of Awards to Non-Employee Directors under the Plan (Amended and Restated Effective February 16, 2011) (the "Terms and Conditions").
  - (3) Represents the Market Price (as defined in the Plan) on the last trading day of 2012.
  - (4) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 bases on the earlier of January 1, 2016 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

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- (5) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of 100% of the Retainer (as defined in the Terms and Conditions) for 2012.
- (6) Represents the Average Trading Price (as defined in the Terms and Conditions).
- The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of May 3, 2019 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (7)
- (8) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.
- The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2014 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (9)
- The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2015 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (10)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.